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~~SURFACE TRANSPORTATION BOARD~~

PERETORE & PERETORE

A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

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SERVICE BY FAX OR ELECTRONIC

COMMUNICATION NOT ACCEPTED

July 7, 2014

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*NEW JERSEY & NEW YORK BARS

REPLY TO NEW JERSEY

NEW YORK OFFICE

136 WOODBURY ROAD, SUITE L-2

WOODBURY, N.Y. 11797

15161 200-8484

VIA EFILING

Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Dear Sir/Madam:

Enclosed for electronic filing and recordation pursuant to the provisions of 49 USC Section 11301 (a) is an executed copy of the Memorandum of Chattel Mortgage, a primary document, dated June 13, 2014 between Shore Funding Ltd. Inc., as Secured Party, and International Equipment Logistics, Inc. and Dana Transport, Inc. as Debtor, which Memorandum is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the documents are as follows:

Mortgagee: Shore Funding Ltd. Inc.

Mortgagor: International Equipment Logistics, Inc. and Dana Transport, Inc.

A description of the equipment covered by the documents is set forth in SCHEDULE 1 to the Memorandum, and is as follows: Eighteen (18) Car Mark QCCX Rail Cars CAR# 2167, 2176, 2181, 2193, 2279, 2294, 2312, 2316, 2317, 2319, 2328, 2356, 2378, 2380, 2392, 2466, 2478 and 2486 .

Following is a short summary of the enclosed document:

A short summary of the document to appear in the index follows: Chattel Mortgage between Shore Funding Ltd. Inc., 1161 Broad Street, suite 214, Shrewbury, New Jersey 07702 and International Equipment Logistics, Inc., PO Box 1856 Calle Marginal Extremo Sur, Espresso Rio Hondo, Bayamon, PR 00960-1856 and Dana Transport, Inc., 210 East Essex Avenue, Avenel, New Jersey 07001 dated June 13, 2014, and covering Eighteen (18) Car Mark

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QCCX Rail Cars CAR# 2167, 2176, 2181, 2193, 2279, 2294, 2312, 2316, 2317, 2319, 2328, 2356, 2378, 2380, 2392, 2466, 2478 and 2486.

Also enclosed for electronic filing and recordation pursuant to the provisions of 49 USC Section 11301 (a) is an executed copy of the Assignment of Memorandum of Chattel Mortgage, a secondary document, dated June 13, 2014 between Shore Funding Ltd. Inc., 1161 Broad Street, suite 214, Shrewbury, New Jersey 07702 and Signature Financial LLC., 225 Broad Hollow Road, Melville, New York 11747 dated July 2, 2014 covering Eighteen (18) Car Mark QCCX Rail Cars, which Assignment is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. We request the Assignment be cross indexed.

A fee of \$88.00 is paid simultaneously with this filing. Kindly return a file-stamped copy of the Memorandum and this letter to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.

Very truly yours,

Frank Peretore

FP:ad
Enclosure
Cc: Client

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF June 13, 2014, between Shore Funding Ltd., Inc., a New Jersey corporation (hereinafter called the Lender) and International Equipment Logistics, Inc., a Puerto Rico corporation, and Dana Transport, Inc., a New Jersey corporation (hereinafter called the Borrowers).

WHEREAS, the Lender and the Borrowers are entering into that certain Chattel Mortgage dated as of June 13, 2014, (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers, reporting marks and road numbers (if any) of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and Borrowers wish to show for the public record (a) the security interest in the said railroad equipment by and of the Lender, and (b) the debtor interest of the Borrowers in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I DO HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY

Frank Peritore, Attorney at Law

SHORE FUNDING LTD., INC.
By: [Signature]

I declare under penalty of perjury the foregoing is true and correct.
INTERNATIONAL EQUIPMENT LOGISTICS, INC.

By: [Signature]

DANA TRANSPORT INC.
By: [Signature]

STATE OF New Jersey
COUNTY OF Monmouth

On this 2 day of July, 2014 before me personally appeared Josiah DeAngelis to me personally known, who being by me duly sworn, says that (s)he is the PRESIDENT of Shore Funding Ltd., Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)
[Signature]

Signature of Notary Public
My Commission expires

CLIFFORD M. TOPEL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 1, 2014

STATE OF New Jersey
COUNTY OF Monmouth

On this 2 day of July, 2014 before me personally appeared Ronald S. Dana to me personally known, who being by me duly sworn, says that (s)he is the PRESIDENT of International Equipment Logistics, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Signature of Notary Public
My Commission expires

CLIFFORD M. TOPEL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 1, 2014

STATE OF New Jersey
COUNTY OF Monmouth

On this 2 day of July, 2014 before me personally appeared Ronald S. Dana to me personally known, who being by me duly sworn, says that (s)he is the PRESIDENT of Dana Transport, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Signature of Notary Public
My Commission expires

CLIFFORD M. TOPEL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 1, 2014

Bill Of Sale

IN CONSIDERATION of the receipt of the sum of ten dollars (\$10.00), in hand paid, and for other good and valuable consideration, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation, with an address at 161 North Clark Street, Chicago, Illinois 60601 ("Seller"), does hereby sell, assign, transfer and convey absolutely to DANA CONTAINER, INC., a New Jersey corporation with an address at 210 Essex Avenue East, Avenel, New Jersey 07001 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule I attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever created or permitted to exist by Seller.

THE PURCHASED ASSETS ARE TRANSFERRED "AS IS" "WHERE IS". EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES CONTAINED IN SECTION 5.1 OF THAT CERTAIN PURCHASE AND SALE AGREEMENT MADE BETWEEN THE PARTIES DATED AS OF April 25, 2014, SELLER DOES NOT MAKE AND SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER AS TO THE VALUE, CONDITION, DESIGN, OPERATION MERCHANTABILITY, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF ANY PURCHASED ASSET OR THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, OR THE ABSENCE OF ANY DEFECT IN, ANY PURCHASED ASSET, OR ANY WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USE OF TRADE.

Dated as of this 19th day of June, 2014.

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By: _____

Name: _____

Title: _____



Mark Stefani

Vice President

SCHEDULE 1

for Bill of Sale

List of Purchased Assets

<u>Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	QCCX	2167
2	QCCX	2176
3	QCCX	2181
4	QCCX	2193
5	QCCX	2279
6	QCCX	2294
7	QCCX	2312
8	QCCX	2316
9	QCCX	2317
10	QCCX	2319
11	QCCX	2328
12	QCCX	2356
13	QCCX	2378
14	QCCX	2380
15	QCCX	2392
16	QCCX	2466
17	QCCX	2478
18	QCCX	2486